

*Electronically Filed  
January 11, 2010*

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19 **UNITED STATES BANKRUPTCY COURT**  
20 **DISTRICT OF NEVADA**  
21 **SOUTHERN DIVISION**

22 **IN RE:** § **Case No. 09-14814-LBR**  
23 § **(Jointly Administered)**  
24 **THE RHODES COMPANIES, LLC,** §  
25 **aka "Rhodes Homes," et al.,** § **Chapter 11**  
26 **Debtors.<sup>1</sup>** §  
27 §  
28 §

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, if applicable, are: Heritage Land Company, LLC (2918); The Rhodes Companies, LLC (3060); Rhodes Ranch General Partnership (1760); Tick, LP (0707); Glynda, LP (5569); Chalkline, LP (0281); Batcave, LP (6837); Jackknife, LP (6189); Wallboard, LP (1467); Overflow, LP (9349); Rhodes Ranch Golf and Country Club (9730); Tuscany Acquisitions, LLC (0206); Tuscany Acquisitions II, LLC (8693); Tuscany Acquisitions III, LLC (9777); Tuscany Acquisitions IV, LLC (0509); Parcel 20 LLC (5534); Rhodes Design and Development Corp. (1963); C&J Holdings, Inc. (1315); Rhodes Realty, Inc. (0716); Jarupa LLC (4090); Elkhorn Investments, Inc. (6673); Rhodes Homes Arizona, LLC (7248); Rhodes Arizona Properties, LLC (8738); Tribes Holdings LLC (4347); Six Feathers Holdings, LLC (8451); Elkhorn Partners, A Nevada Limited Partnership (9654); Bravo Inc. (2642); Gung-Ho Concrete, LLC (6966); Geronimo Plumbing, LLC (6897); Apache Framing, LLC (6352); Tuscany Golf Country Club, LLC (7132); Pinnacle Grading, LLC (4838).

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**Affects:**

- ☒ All Debtors  
☐ Affects the following Debtor(s)

§ DECLARATION OF BRIAN OSBORNE  
 § CERTIFYING TABULATION OF BALLOTS  
 § REGARDING VOTE ON SECOND  
 § AMENDED MODIFIED PLAN OF  
 § REORGANIZATION PURSUANT TO  
 § CHAPTER 11 OF THE BANKRUPTCY  
 § CODE FOR THE RHODES COMPANIES,  
 § LLC, ET AL.

I, Brian Osborne, hereby declare:

1. I am over the age of eighteen years and am competent to testify about the matters contained herein. I am a member of Omni Management Group, LLC ("Omni"), which has offices located at 16501 Ventura Boulevard, Suite 440, Encino, CA 91436. Unless otherwise stated, I have personal knowledge of the matters set forth herein.

**Retention of Omni**

2. Omni was retained by the Debtors in the Debtors' chapter 11 cases by order entered on April 8, 2009 (Heritage Docket No. 111) for the purpose of serving as the Debtors' claims, balloting, noticing and administrative agent (the "Claims and Solicitation Agent"). To the best of my knowledge and belief, Omni is not a creditor or equity security holder of the Debtors, except to the extent that there are outstanding amounts due Omni in connection with the services provided in accordance with its retention approved by the Court.

**Plan Solicitation**

3. Pursuant to the Order (A) Approving the Adequacy of the First Lien Steering Committee's Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the First Lien Steering Committee's Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto (Rhodes Docket No.

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809), entered on December 1, 2009 (the "Solicitation Procedures Order"), Omni was instructed to solicit votes from holders of claims entitled to vote on the Second Amended Modified Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code for the Rhodes Companies, LLC, *et al.* (the "Plan") as of December 1, 2009 (the "Record Date").

4. Pursuant to the Plan, holders of claims in the following classes were entitled to vote on the Plan:

- (a) Class A-1 (First Lien Lender Secured Claims)
- (b) Class A-2 (Second Lien Lender Secured Claims)
- (c) Class C-1 (General Unsecured Claims)
- (d) Class C-2 (First Lien Lender Deficiency Claims)
- (e) Class C-3 (Second Lien Lender Deficiency Claims)

Each holder of a claim in Class A-1, Class A-2, Class C-1, Class C-2 and Class C-3 (collectively, the "Voting Classes") that was entitled to vote as of the Record Date was mailed a Solicitation Package (as such term is defined in the solicitation procedures (the "Solicitation Procedures") that was approved by the Solicitation Procedures Order). *See* Certificate of Service of Nova George, filed December 9, 2009 (Docket No. 822). Holders of claims in Class A-3 (Other Secured Claims) and Class B (Priority Non-Tax Claims) are conclusively presumed to have accepted the Plan and are not entitled to vote on the Plan. Holders of claims in Class C-4 (Subordinated Claims), Class D (Old Equity Interests) and Class E (Intercompany Claims) are deemed to have rejected the Plan and are not entitled to vote on the Plan.

5. Pursuant to the Solicitation Procedures, all completed ballots were required to be (i) sent by mail or courier to Omni Management Group, LLC, Attn: Brian Osborne,

1 16161 Ventura Blvd. Suite C, PMB 477, Encino, CA 91436, (ii) sent by email to  
 2 Nova@omnimgt.com or (iii) sent by fax to (818) 783-2737, so as to be actually received by  
 3 Omni no later than 4:00 p.m. (Prevailing Pacific Time) on January 4, 2010 (the "Voting  
 4 Deadline"). In accordance with the Solicitation Procedures, a return envelope was included  
 5 in the Solicitation Package to facilitate the return of ballots.  
 6

#### 7 Tabulation Procedures

8 6. I supervised the tabulation process performed by personnel of Omni. The  
 9 professionals of Omni have considerable experience in tabulating the ballots of creditors and  
 10 equity security holders with respect to plans of reorganization. Omni personnel were  
 11 instructed to tabulate ballots submitted by holders of claims in each of the Voting Classes.  
 12 Among other things, Omni personnel were instructed to (i) place a date and time-stamp on  
 13 each ballot at the time such ballot was received, (ii) review the validity of such ballot and  
 14 (iii) tabulate such ballot in the manner directed by the Solicitation Procedures. To the best  
 15 of my knowledge, information and belief, the Omni professionals responsible for reviewing  
 16 and tabulating the ballots cast by holders of claims in each of the Voting Classes adhered to  
 17 my instructions and the Solicitation Procedures.  
 18

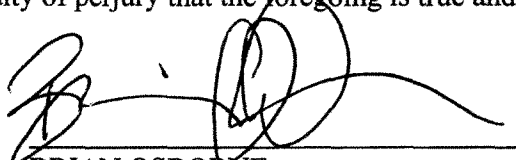
19 7. The results of the tabulation of all valid ballots received prior to the Voting  
 20 Deadline for each of the Voting Classes are set forth in Exhibit A hereto. Pursuant to the  
 21 Solicitation Procedures, Omni is obligated delineate every ballot that does not conform to  
 22 the voting instructions or that contains any form of irregularity including, but not limited to,  
 23 those ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking  
 24 signatures or lacking necessary information, or damaged. A description of such ballots,  
 25  
 26  
 27  
 28

1 together with the action taken with respect to such ballots, is also set forth on Exhibit A  
2 hereto.

3 8. All ballots received by Omni have been stored at Omni's office located at  
4 16501 Ventura Boulevard, Suite 440, Encino, CA 91436, and are available for inspection by  
5 the Court or any party in interest.  
6

7 9. I declare under penalty of perjury that the foregoing is true and correct.

8 Executed on January 11, 2010

9   
10 BRIAN OSBORNE

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## EXHIBIT "A"



**The Rhodes Companies, LLC  
Case No. BK-S-09-14814-LBR  
Ballot Report**

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**Class A-1 - First Lien Lender Secured Claims**

Name of Holder	Date Received	Claim / Sched. ID	Opt In	Ballot Amount	Vote	Tabulated Amount	Comment
Antares Capital Corporation	12/24/2009			\$702,294.00	Accept	\$716,448.85	
Archimedes Funding IV (Cayman) Ltd.	12/24/2009		Yes	\$2,435,926.15	Accept	\$2,435,926.15	
Atrium CDO	1/4/2010		Yes	\$1,447,344.48	Accept	\$1,432,897.74	
Atrium III	1/4/2010		Yes	\$2,171,016.73	Accept	\$2,149,346.59	
Atrium IV	1/4/2010		Yes	\$723,672.24	Accept	\$716,448.85	
Atrium V	1/4/2010		Yes	\$665,075.30	Accept	\$658,436.78	
Atrium VI	1/4/2010		Yes	\$2,481,161.97	Accept	\$2,456,397.40	
Carlyle High Yield Partners IV, Ltd.	1/4/2010			\$442,901.71	Reject	\$442,910.71	
Carlyle High Yield Partners VI, Ltd.	1/4/2010			\$630,720.82	Reject	\$630,720.79	
Carlyle High Yield Partners VII, Ltd.	1/4/2010			\$368,204.04	Reject	\$368,204.09	
Carlyle High Yield Partners VIII, Ltd.	1/4/2010			\$355,336.87	Reject	\$355,336.91	
Carlyle High Yield Partners IX, Ltd.	1/4/2010			\$1,287,917.52	Reject	\$1,287,917.52	
Carlyle Loan Investment, Ltd.	1/4/2010			\$6,031,298.15	Reject	\$4,517,039.53	
Castle Garden Funding	1/4/2010		Yes	\$3,618,361.21	Accept	\$3,582,244.34	
Cent CDO 10 Limited	12/28/2009			\$841,827.42	Accept	\$841,827.42	
Cent CDO XI Limited	12/28/2009			\$1,271,696.74	Accept	\$1,271,696.73	
Centurion CDO 8 Limited	12/28/2009			\$1,271,696.74	Accept	\$1,271,696.73	
Centurion CDO 9 Limited	12/28/2009			\$1,683,654.83	Accept	\$1,683,654.83	
Centurion CDO VI, Ltd.	12/28/2009			\$841,827.42	Accept	\$841,827.42	
Centurion CDO VII, Limited	12/28/2009			\$2,310,547.59	Accept	\$2,310,547.60	
Confluent 3 Limited	1/4/2010			\$1,508,313.44	Accept	\$1,508,313.40	
Credit Suisse AG, Cayman Islands Branch	1/4/2010	45	Yes	\$59,229.30	Accept	\$59,229.30	
Credit Suisse AG, Cayman Islands Branch	1/4/2010		Yes	\$4,960,030.63	Accept	\$4,960,030.63	
Credit Suisse Candlewood Special Situations Master	1/4/2010		Yes	\$31,393,576.64	Accept	\$31,391,364.26	
Credit Suisse International	1/4/2010	45	Yes	\$20,195,340.62	Accept	\$20,195,340.62	
Credit Suisse International	1/4/2010			\$2,806,816.55	Accept	\$2,806,816.55	
Credit Suisse Loan Funding	1/4/2010		Yes	\$33,549,086.07	Accept	\$33,549,086.07	
Credit Suisse Credit Strategies Master Fund Ltd.	1/4/2010		Yes	\$2,423,144.21	Accept	\$2,398,957.48	
Credit Suisse Syndicated Loan Fund	1/4/2010		Yes	\$3,039,423.42	Accept	\$3,009,085.24	
CSAM Funding I	1/4/2010		Yes	\$2,932,776.98	Accept	\$2,903,503.29	
CSAM Funding II	1/4/2010		Yes	\$1,447,344.48	Accept	\$1,432,897.74	
CSAM Funding IV	1/4/2010		Yes	\$2,171,016.73	Accept	\$2,149,346.59	
Brentwood CLO Ltd.	12/21/2009			\$2,632,406.82	Accept	\$2,632,406.83	
Eastland CLO Ltd.	12/21/2009			\$895,561.08	Accept	\$895,561.08	
Endurance CLO I	12/24/2009		Yes	\$1,862,767.05	Accept	\$1,862,767.05	
Genesis CLO 2007-1 Ltd.	12/29/2009			\$255,225.87	Accept	\$257,799.10	
General Electric Capital Corporation	12/24/2009			\$16,412,360.00	Accept	\$16,412,359.79	
Gleneagles CLO Ltd.	12/21/2009			\$2,686,683.25	Accept	\$2,686,683.24	
Grayson CLO Ltd.	12/21/2009			\$7,714,268.19	Accept	\$7,714,268.18	

The Rhodes Companies, LLC  
Case No. BK-S-09-14814-LBR  
Ballot Report

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Class A-1 - First Lien Lender Secured Claims

Name of Holder	Date Received	Claim / Sched. ID	Opt In	Ballot Amount	Vote	Tabulated Amount	Comment
Greenbriar CLO Ltd.	12/21/2009			\$2,865,795.47	Accept	\$2,865,795.46	
Hewett's Island CLO II, Ltd.	1/4/2010			\$2,893,351.19	Accept	\$2,893,351.19	Amended ballot received on 1-4-10.
Hewett's Island CLO III, Ltd.	1/4/2010			\$2,328,458.82	Accept	\$2,328,458.82	Amended ballot received on 1-4-10.
Hewett's Island CLO IV, Ltd.	12/30/2009			\$2,865,795.47	Accept	\$2,865,795.46	
Hewett's Island CLO V, Ltd.	12/30/2009			\$3,098,157.26	Accept	\$3,098,157.24	
Hewett's Island CLO VII, Ltd.	12/30/2009			\$1,736,845.74	Accept	\$1,736,845.73	
Hewett's Island CLO I-R Ltd. (Hewett's Island CDO Limited)	12/30/2009			\$2,723,424.22	Accept	\$2,723,424.24	
Highland Credit Opportunities CDO Ltd.	12/21/2009			\$5,587,405.60	Accept	\$5,587,405.60	
Highland Loan Funding V Ltd.	12/21/2009			\$1,763,983.95	Accept	\$1,763,983.95	
Highland Park CDO I, Ltd., as Purchaser	12/21/2009			\$10,121,385.04	Accept	\$10,121,385.06	
Katonah VII CLO Ltd.	12/31/2009		Yes	\$1,377,786.28	Accept	\$1,377,786.31	
Katonah VIII CLO Ltd.	12/31/2009		Yes	\$1,432,897.73	Accept	\$1,432,897.74	
Katonah IX CLO Ltd.	12/31/2009		Yes	\$1,637,594.41	Accept	\$1,637,594.40	
Kingsland I Ltd.	1/4/2010			\$877,407.84	Accept	\$877,407.84	
Kingsland II Ltd.	1/4/2010			\$877,407.48	Accept	\$877,407.86	
Kingsland IV Ltd.	1/4/2010			\$1,439,967.96	Accept	\$1,439,967.96	
Kingsland V Ltd.	1/4/2010			\$1,716,492.11	Accept	\$1,716,492.11	
Kohlberg Capital Funding LLC I	12/31/2009		Yes	\$1,736,845.74	Accept	\$1,736,845.73	
Landmark CDO Limited	1/4/2010		Yes	\$1,266,426.00	Accept	\$1,253,785.51	
Landmark II CDO Limited	1/4/2010		Yes	\$1,731,644.00	Accept	\$1,714,359.78	
Landmark III CDO Limited	1/4/2010		Yes	\$3,189,871.00	Accept	\$3,158,031.18	
Landmark IV CDO Limited	1/4/2010		Yes	\$1,635,441.00	Accept	\$1,619,117.55	
Landmark V CDO Limited	1/4/2010		Yes	\$1,635,441.00	Accept	\$1,619,117.55	
Landmark VI CDO Limited	1/4/2010		Yes	\$1,266,426.00	Accept	\$1,253,785.51	
Liberty CLO, Ltd.	12/21/2009			\$1,791,122.17	Accept	\$1,791,122.16	
Loan Funding IV LLC	12/21/2009			\$895,561.08	Accept	\$895,561.08	
Loan Funding VII, LLC	12/21/2009			\$5,346,228.29	Accept	\$5,346,228.29	
Loan Star State Trust (Highland Capital Management IP)	12/21/2009			\$5,305,259.72	Accept	\$5,305,259.72	
Longhorn Credit Funding, LLC	12/21/2009			\$4,755,141.93	Accept	\$4,755,141.92	
Madison Park Funding I, Ltd.	1/4/2010		Yes	\$2,894,688.97	Accept	\$2,865,795.46	
Madison Park Funding II, Ltd.	1/4/2010		Yes	\$1,447,344.48	Accept	\$1,432,897.74	
Madison Park Funding III, Ltd.	1/4/2010		Yes	\$361,836.12	Accept	\$358,224.44	
Madison Park Funding V, Ltd.	1/4/2010		Yes	\$2,894,688.97	Accept	\$2,865,795.46	



**The Rhodes Companies, LLC  
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**Class A-1 - First Lien Lender Secured Claims**

Name of Holder	Date Received	Claim / Sched. ID	Opt In	Ballot Amount	Vote	Tabulated Amount	Comment
Morgan Stanley Prime Income Trust	1/4/2010			\$3,499,577.25	Accept	\$3,499,577.16	
MSIM Peconic Bay Ltd.	1/4/2010			\$1,014,969.26	Accept	\$1,014,969.19	
QUALCOMM Global Trading Inc.	1/4/2010			\$2,447,867.03	Accept	\$2,447,866.93	
Red River CLO, Ltd.	12/21/2009			\$1,763,983.95	Accept	\$1,763,983.95	
RiverSource Bond Series Inc. - River Source Floating Rate Fund.	12/28/2009			\$367,409.67	Accept	\$367,409.71	
Rockwall CDO LTD.	12/21/2009			\$4,477,805.42	Accept	\$4,477,805.41	
Rosedale CLO Ltd.	1/4/2010			\$651,787.03	Accept	\$658,358.45	
Rosedale CLO II, Ltd.	1/4/2010			\$630,486.74	Accept	\$636,843.43	
Sorin Capital Management	1/4/2010			\$21,854,034.00	Accept	\$22,074,370.48	
Senquis-Centurion V, Ltd.	12/28/2009			\$913,472.30	Accept	\$913,472.31	
Southfork CLO, Ltd.	12/21/2009			\$1,910,530.31	Accept	\$1,910,530.29	
Stratford, CLO, Ltd.	12/21/2009			\$3,265,688.30	Accept	\$3,265,688.29	
Van Kampen Dynamic Credit Opportunities Fund	1/4/2010			\$2,528,643.13	Accept	\$2,528,643.09	
Venture II CDO 2002 Limited	1/4/2010			\$1,137,199.24	Accept	\$1,125,848.24	
Venture III CDO Limited	1/4/2010			\$1,080,027.64	Accept	\$1,069,247.27	
Venture IV CDO Limited	1/4/2010			\$1,386,375.77	Accept	\$1,372,537.58	
Venture V CDO Limited	1/4/2010			\$694,334.19	Accept	\$687,403.61	
Venture VI CDO Limited	1/4/2010			\$1,126,503.00	Accept	\$1,115,258.77	
Venture VII CDO Limited	1/4/2010			\$1,587,049.56	Accept	\$1,571,208.34	
Venture VIII CDO Limited	1/4/2010			\$1,654,107.99	Accept	\$1,637,597.40	Amended ballot received on 1-4-10.
Venture IX CDO, Limited	1/4/2010			\$1,159,552.05	Accept	\$1,147,977.92	
Vista Leveraged Income Fund	1/4/2010			\$1,137,199.24	Accept	\$1,125,848.24	
WG Horizons CLO I	12/24/2009		Yes	\$2,865,795.46	Accept	\$2,865,795.46	

**Class A-1 - First Lien Lender Secured Claims**

	Total Valid	Accepted	Rejected	Invalid
# Votes:	95	89	6	0
Vote %:		93.68%	6.32%	
Amount	\$311,390,810.99	\$303,788,681.44	\$7,602,129.55	
Amount %:		97.56%	2.44%	

**The Rhodes Companies, LLC**  
**Case No. BK-S-09-14814-LBR**  
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**Class A-2 - Second Lien Lender Secured Claims**

Name of Holder	Date Received	Claim ID	Schedule ID	Ballot Amount	Vote	Tabulated Amount	Comment
Antares Capital Corporation	12/24/2009			\$333,137.00	Accept	\$333,136.90	
Avenue CLO II, Ltd.	12/30/2009			\$1,040,690.82	Accept	\$1,009,505.74	
Avenue CLO III, Ltd.	12/30/2009			\$3,122,072.47	Accept	\$3,028,517.24	
Avenue CLO Fund Ltd.	12/30/2009			\$3,122,072.47	Accept	\$3,028,517.24	
Credit Suisse Loan Funding LLC	1/4/2010			\$6,228,650.47	Accept	\$6,228,650.47	
General Electric Capital Corp	12/24/2009			\$5,047,529.00	Accept	\$5,047,528.74	
Katonah VII CLO Ltd.	12/31/2009			\$35,714.29	Accept	\$1,009,505.74	
Katonah VIII CLO Ltd.	12/31/2009			\$107,142.86	Accept	\$3,028,517.24	
Katonah IX CLO Ltd.	12/31/2009			\$35,714.29	Accept	\$1,009,505.74	
Kohlberg Capital Funding LLC I	12/31/2009			\$71,428.57	Accept	\$2,019,011.49	
Kingsland I, Ltd	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	

**The Rhodes Companies, LLC  
Case No. BK-S-09-14814-LBR  
Ballot Report**

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**Class A-2 - Second Lien Lender Secured Claims**

Name of Holder	Date Received	Claim ID	Schedule ID	Ballot Amount	Vote	Tabulated Amount	Comment
Kingsland II, Ltd	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Kingsland III, Ltd	1/4/2010			\$1,514,258.62	Accept	\$1,514,258.63	
Kingsland IV, Ltd	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Kingsland V, Ltd	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Lightpoint Capital Mgmt LLC (Premium Loan Trust, Ltd.)	12/28/2009			\$2,000,000.00	Accept	\$2,019,011.49	
Matlin Patterson Global Partners	1/4/2010			\$579,211.50	Accept	\$579,211.50	
Matlin Patterson Global Partners	1/4/2010			\$1,944,552.87	Accept	\$1,944,552.87	
Rosedale CLO Ltd.	1/4/2010			\$2,019,011.50	Accept	\$2,019,011.49	

**Class A-2 - Second Lien Lender Secured Claims**

Total Valid	Accepted	Rejected	Invalid
19	19	0	0
# Votes:	100.00%	0.00%	
Vote %:			
Tabulated Amount	\$37,856,465.48	\$0.00	
Amount %:	100.00%	0.00%	

**The Rhodes Companies, LLC  
Case No. BK-S-09-14814-LBR  
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**Class C-1 - General Unsecured Claims**

Name of Holder	Date Received	Claim ID	Schedule ID	Ballot Amount	Vote	Tabulated Amount	Comment
Air Methods Corporation	12/28/2009	40		\$36,248.00	Reject	\$36,248.00	
American Express Travel Related Services Co. In.	1/4/2010	39		\$285.98	Accept	\$285.98	
Caterpillar Financial Services Corporation	1/4/2010	17		\$231,968.77	Reject	\$1.00	Claim filed in an unknown amount. Ballot amount tabulated at \$1.00.
Conex International	12/21/2009	26		\$25,283.85	Accept	\$25,283.85	
Class of Plaintiff Homeowners In Re Kitec Fitting	1/4/2010	129		\$5,308,125.00	Reject	\$5,308,125.00	
David and Christine Frohnen	12/28/2009	17		\$23,072.10	Reject	\$23,072.10	
Dynamic Heating & Air of Nevada	12/22/2009	21		\$7,744.90	Accept	\$7,744.90	
Envision Concrete, LLC	1/4/2010	14		\$139,788.87	Accept	\$139,788.87	
Frank Rodriguez Services Inc.	1/4/2010			\$11,575.00	Accept	\$0.00	Invalid Vote: Ballot cast is with regard to claims already withdrawn as of 7-21-09 and 7-22-09 (see Docket Nos. 18,19,20,21 and 337)
GS Wallace Inc.	12/22/2009	11		\$208,309.51	Accept	\$208,309.51	
Iovino Masonry	12/8/2009	108		\$34,632.84	Accept	\$34,632.84	
Lee, Hernandez, Kelsey, Brooks, Garofalo & Blake (FKAS Lee & Russell)	1/4/2010	16		\$3,328.42	Accept	\$3,328.42	
Southwest Gas Corporation	1/4/2010	4		\$604.90	Accept	\$604.90	

**The Rhodes Companies, LLC  
Case No. BK-S-09-14814-LBR  
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**Class C-1 - General Unsecured Claims**

Name of Holder	Date Received	Claim ID	Schedule ID	Ballot Amount	Vote	Tabulated Amount	Comment
Stanley Consultants, Inc.	12/21/2009	48 & 52 combined		\$4,609,249.00	Reject	\$4,609,249.00	Irregular Ballot: Creditor received two ballots on account of claims 48 and 52. Creditor cast one ballot in the amount of both claims 48 and 52 combined.  As per Voting Procedures "to the extent there are multiple Claims within the same Class, the First Lien Steering Committee may, in its discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes."  Ballot counted.
Sunrise Mechanical, Inc.	12/14/2009	19		\$4,036.55	Accept	\$4,036.55	
Westar Kitchen & Bath, LLC	12/21/2009	102		\$59,471.09	Accept	\$59,471.09	

**Class C-1 - General Unsecured Claims**

Total Valid	Accepted	Rejected	Invalid
15	10	5	1
# Votes:			
Vote %:	66.67%	33.33%	
Tabulated Amount	\$483,486.91	\$9,976,695.10	
Amount %:	4.62%	95.38%	



**The Rhodes Companies, LLC**  
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**Class C-2 - First Lien Lender Deficiency Claims**

Name of Holder	Date Received	Claim / Sched. ID	Opt In	Ballot Amount	Vote	Tabulated Amount	Comment
Antares Capital Corporation	12/24/2009			\$499,118.00	Accept	\$716,448.85	
Archimedes Funding IV (Cayman) Ltd.	12/24/2009		Yes	\$2,435,926.15	Accept	\$2,435,926.15	
Atrium CDO	1/4/2010		Yes	\$1,447,344.48	Accept	\$1,432,897.74	
Atrium III	1/4/2010		Yes	\$2,171,016.73	Accept	\$2,149,346.59	
Atrium IV	1/4/2010		Yes	\$723,672.24	Accept	\$716,448.85	
Atrium V	1/4/2010		Yes	\$665,075.30	Accept	\$658,436.78	
Atrium VI	1/4/2010		Yes	\$2,481,161.97	Accept	\$2,456,397.40	
Carlisle High Yield Partners IV, Ltd.	1/4/2010			\$442,901.71	Reject	\$442,910.71	
Carlisle High Yield Partners VI, Ltd.	1/4/2010			\$630,720.82	Reject	\$630,720.79	
Carlisle High Yield Partners VII, Ltd.	1/4/2010			\$368,204.04	Reject	\$368,204.09	
Carlisle High Yield Partners VIII, Ltd.	1/4/2010			\$355,336.87	Reject	\$355,336.91	
Carlisle High Yield Partners IX, Ltd.	1/4/2010			\$1,287,917.52	Reject	\$1,287,917.52	
Carlisle Loan Investment, Ltd.	1/4/2010			\$6,031,298.15	Reject	\$4,517,039.53	
Castle Garden Funding	1/4/2010		Yes	\$3,618,361.21	Accept	\$3,582,244.34	
Cent CDO 10 Limited	12/28/2009			\$841,827.42	Accept	\$841,827.42	
Cent CDO XI Limited	12/28/2009			\$1,271,696.74	Accept	\$1,271,696.73	
Centurion CDO 8 Limited	12/28/2009			\$1,271,696.74	Accept	\$1,271,696.73	
Centurion CDO 9 Limited	12/28/2009			\$1,683,654.83	Accept	\$1,683,654.83	
Centurion CDO VI, Ltd.	12/28/2009			\$841,827.42	Accept	\$841,827.42	
Centurion CDO VII, Limited	12/28/2009			\$2,310,547.59	Accept	\$2,310,547.60	
Confluent 3 Limited	1/4/2010		Yes	\$1,508,313.44	Accept	\$1,508,313.40	
Credit Suisse AG, Cayman Islands Branch	1/4/2010	45	Yes	\$59,229.30	Accept	\$59,229.30	
Credit Suisse AG, Cayman Islands Branch	1/4/2010		Yes	\$4,960,030.63	Accept	\$4,960,030.63	
Credit Suisse Candlewood Special Situations Master Fund Ltd.	1/4/2010		Yes	\$31,393,576.64	Accept	\$31,391,364.26	
Credit Suisse International	1/4/2010			\$2,806,816.55	Accept	\$2,806,816.55	
Credit Suisse International	1/4/2010	45	Yes	\$20,195,340.62	Accept	\$20,195,340.62	
Credit Suisse Loan Funding	1/4/2010		Yes	\$33,549,086.07	Accept	\$33,549,086.07	
Credit Suisse Credit Strategies Master Fund Ltd.	1/4/2010		Yes	\$2,423,144.21	Accept	\$2,398,957.48	
Credit Suisse Syndicated Loan Fund	1/4/2010		Yes	\$3,039,423.42	Accept	\$3,009,085.24	
CSAM Funding I	1/4/2010		Yes	\$2,932,776.98	Accept	\$2,903,503.29	
CSAM Funding II	1/4/2010		Yes	\$1,447,344.48	Accept	\$1,432,897.74	
CSAM Funding IV	1/4/2010		Yes	\$2,171,016.73	Accept	\$2,149,346.59	
Endurance CLO I	12/24/2009		Yes	\$1,862,767.05	Accept	\$1,862,767.05	
General Electric Capital Corporation	12/24/2009			\$11,664,201.00	Accept	\$16,412,359.79	
Hewlett's Island CLO II, Ltd.	1/4/2010			\$2,893,351.19	Accept	\$2,893,351.19	Amended ballot received on 1-4-10
Hewlett's Island CLO III, Ltd.	1/4/2010			\$2,328,458.82	Accept	\$2,328,458.82	Amended ballot received on 1-4-10
Hewlett's Island CLO IV, Ltd.	12/30/2009			\$2,865,795.47	Accept	\$2,865,795.46	

**The Rhodes Companies, LLC  
Case No. BK-S-09-14814-LBR  
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**Class C-2 - First Lien Lender Deficiency Claims**

Name of Holder	Date Received	Claim / Sched. ID	Opt In	Ballot Amount	Vote	Tabulated Amount	Comment
Hewlett's Island CLO V, Ltd.	12/30/2009			\$3,098,137.26	Accept	\$309,157.24	
Hewlett's Island CLO VII, Ltd.	12/30/2009			\$1,736,845.74	Accept	\$1,736,845.73	
Hewlett's Island CLO I-R Ltd. (Hewlett's Island CDO)	12/30/2009			\$2,723,424.22	Accept	\$2,723,424.24	
Katonah VII CLO, Ltd.	12/31/2009		Yes	\$1,377,786.28	Accept	\$1,377,786.31	
Katonah VIII CLO, Ltd.	12/31/2009		Yes	\$1,432,897.73	Accept	\$1,432,897.74	
Katonah IX CLO, Ltd.	12/31/2009		Yes	\$1,637,597.41	Accept	\$1,637,597.40	
Kingsland I, Ltd.	1/4/2010			\$877,407.84	Accept	\$877,407.84	
Kingsland II, Ltd.	1/4/2010			\$877,407.48	Accept	\$877,407.86	
Kingsland IV, Ltd.	1/4/2010			\$1,439,967.96	Accept	\$1,439,967.96	
Kingsland V, Ltd.	1/4/2010			\$1,716,492.11	Accept	\$1,716,492.11	
Kohlberg Capital Funding LLC I	12/31/2009		Yes	\$1,736,845.74	Accept	\$1,736,845.73	
Landmark CDO Limited	1/4/2010		Yes	\$1,266,426.00	Accept	\$1,253,785.51	
Landmark II CDO Limited	1/4/2010		Yes	\$1,731,644.00	Accept	\$1,714,359.78	
Landmark III CDO Limited	1/4/2010		Yes	\$3,189,871.00	Accept	\$3,158,031.18	
Landmark IV CDO Limited	1/4/2010		Yes	\$1,635,441.00	Accept	\$1,619,117.55	
Landmark V CDO Limited	1/4/2010		Yes	\$1,635,441.00	Accept	\$1,619,117.55	
Landmark VI CDO Limited	1/4/2010		Yes	\$1,266,426.00	Accept	\$1,253,785.51	
Madison Park Funding I, Ltd.	1/4/2010		Yes	\$2,894,688.97	Accept	\$2,865,795.46	
Madison Park Funding II, Ltd.	1/4/2010		Yes	\$1,447,344.48	Accept	\$1,432,897.74	
Madison Park Funding III, Ltd.	1/4/2010		Yes	\$361,836.12	Accept	\$358,224.44	
Madison Park Funding V, Ltd.	1/4/2010		Yes	\$2,894,688.97	Accept	\$2,865,795.46	
Morgan Stanley Prime Income Trust	1/4/2010			\$3,499,577.25	Accept	\$3,499,577.16	
MSIM Peconic Bay Ltd.	1/4/2010			\$1,014,969.26	Accept	\$1,014,969.19	
QUALCOMM Global Trading Inc.	1/4/2010			\$2,447,867.03	Accept	\$2,447,866.93	
RiverSource Bond Series Inc. - River Source Floating	12/28/2009			\$367,409.67	Accept	\$367,409.71	
Rosedale CLO Ltd.	1/4/2010			\$651,787.03	Accept	\$658,358.45	
Rosedale CLO II Ltd.	1/4/2010			\$630,486.74	Accept	\$636,843.43	
Sorin Capital Management	1/4/2010			\$21,854,034.00	Accept	\$22,074,370.48	
Senquis-Centurion V, Ltd.	12/28/2009			\$913,472.30	Accept	\$913,472.31	
Van Kampen Dynamic Credit Opportunities Fund	1/4/2010			\$2,528,643.13	Accept	\$2,528,643.09	
WG Horizons CLO I	12/24/2009		Yes	\$2,865,495.46	Accept	\$2,865,795.46	

**Class C-2 - First Lien Lender Deficiency Claims**

# Votes:		Total Valid		Accepted	Rejected	Invalid
Vote %:		68	62	91.18%	6	0
Tabulated Amount		\$236,508,500.38	\$228,906,370.83	\$7,602,129.55	8.82%	
Amount %:			96.79%	3.21%		

**The Rhodes Companies, LLC**  
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**Class C-3 - Second Lien Lender Deficiency Claims**

Name of Holder	Date Received	Claim ID	Schedule ID	Ballot Amount	Vote	Tabulated Amount	Comment
Antares Capital Corporation	12/24/2009			\$321,704.00	Accept	\$333,136.90	
Avenue CLO II, Ltd.	12/30/2009			\$1,004,946.54	Accept	\$1,009,505.74	
Avenue CLO III, Ltd.	12/30/2009			\$3,014,929.61	Accept	\$3,028,517.24	
Avenue CLO Fund Ltd.	12/30/2009			\$3,014,929.61	Accept	\$3,028,517.24	
Credit Suisse Loan Funding LLC	1/4/2010			\$6,228,650.47	Accept	\$6,228,650.47	
General Electric Capital Corp.	12/24/2009			\$4,874,309.00	Accept	\$5,047,528.74	
Katonah VII CLO Ltd.	12/31/2009			\$973,791.46	Accept	\$1,009,505.74	
Katonah VIII CLO Ltd.	12/31/2009			\$2,921,374.39	Accept	\$3,028,517.24	
Katonah IX CLO Ltd.	12/31/2009			\$973,791.46	Accept	\$1,009,505.74	
Kohlberg Capital Funding LLC I	12/31/2009			\$1,947,582.92	Accept	\$2,019,011.49	

**The Rhodes Companies, LLC**  
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**Class C-3 - Second Lien Lender Deficiency Claims**

Name of Holder	Date Received	Claim ID	Schedule ID	Ballot Amount	Vote	Tabulated Amount	Comment
Kingsland I, Ltd.	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Kingsland II, Ltd.	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Kingsland III, Ltd.	1/4/2010			\$1,514,258.62	Accept	\$1,514,258.63	
Kingsland IV, Ltd.	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Kingsland V, Ltd.	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Lightpoint Capital Mgmt LLC (Premium Loan Trust, Ltd.)	12/28/2009			\$2,000,000.00	Accept	\$2,019,011.49	
Matlin Patterson Global Partners	1/4/2010			\$559,334.20	Accept	\$579,211.50	
Matlin Patterson Global Partners	1/4/2010			\$1,877,819.97	Accept	\$1,944,552.87	
Rosedale CLO Ltd.	1/4/2010			\$2,019,011.50	Accept	\$2,019,011.49	

**The Rhodes Companies, LLC**  
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**Class C-3 - Second Lien Lender Deficiency Claims**

Name of Holder	Date Received	Claim ID	Schedule ID	Ballot Amount	Vote	Tabulated Amount	Comment
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**Class C-3 - Second Lien Lender Deficiency Claims**

Total Valid	19	Accepted	19	Rejected	0	Invalid	0
# Votes:							
Vote %:			100.00%		0.00%		
Tabulated Amount	\$37,856,465.48		\$37,856,465.48		\$0.00		
Amount %:			100.00%		0.00%		



**The Rhodes Companies, LLC  
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**Class A-1 - First Lien Lender Secured Claims**

	Total Valid	Accepted	Rejected	Invalid
# Votes:	95	89	6	0
Vote %:	100%	93.68%	6.32%	
Tabulated Amount	\$311,390,810.99	\$303,788,681.44	\$7,602,129.55	
Amount %:	100%	97.56%	2.44%	

**Class C-2 - First Lien Lender Deficiency Claims**

	Total Valid	Accepted	Rejected	Invalid
# Votes:	68	62	6	0
Vote %:		91.18%	8.82%	
Tabulated Amount	\$236,508,500.38	\$228,906,370.83	\$7,602,129.55	
Amount %:		96.79%	3.21%	

**Class A-2 - Second Lien Lender Secured Claims**

	Total Valid	Accepted	Rejected	Invalid
# Votes:	19	19	0	0
Vote %:		100.00%	0.00%	
Tabulated Amount	\$37,856,465.48	\$37,856,465.48	\$0.00	
Amount %:		100.00%	0.00%	

**Class C-3 - Second Lien Lender Deficiency Claims**

	Total Valid	Accepted	Rejected	Invalid
# Votes:	19	19	0	0
Vote %:		100.00%	0.00%	
Tabulated Amount	\$37,856,465.48	\$37,856,465.48	\$0.00	
Amount %:		100.00%	0.00%	

**Class C-1 - General Unsecured Claims**

	Total Valid	Accepted	Rejected	Invalid
# Votes:	15	10	5	1
Vote %:		66.67%	33.33%	
Tabulated Amount	\$10,460,182.01	\$483,486.91	\$9,976,695.10	
Amount %:		4.62%	95.38%	